

AUSTRALASIAN WEALTH INVESTMENTS LIMITED

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that an Extraordinary General Meeting ("EGM" or "the Meeting") of the Members of Australasian Wealth Investments Limited ACN 111 772 359 ("AWK" or "the Company") will be held on **Thursday 19 September 2013 at 10.00 am** (Sydney time) at the offices of Bell Potter Securities Limited, Level 38 , 88 Phillip Street, SYDNEY NSW 2000.

ORDINARY BUSINESS

1. Approval for the Issue of Placement Shares

To consider and if thought fit, pass the following Resolution as an ordinary Resolution of the Company:

Resolution 1 - as an ordinary resolution:

That for the purposes of ASX Listing Rule 7.1 and for all other purposes, shareholders approve the issue of 28,600,000 fully paid ordinary shares at an issue price of \$0.35 per share by way of placement on the terms and conditions set out in the Explanatory Memorandum accompanying this Notice of General Meeting.

Voting exclusion

The Company will disregard and not count any votes cast (in any capacity) on this Resolution on or on behalf of any or all of the following persons:

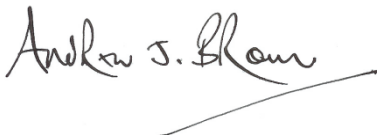
- (a) any person who may participate in the issue of Shares and any person who might obtain a benefit, except a benefit solely in the capacity as a holder of ordinary Shares if the Resolution is passed; and
- (b) any of their associates.

However, the Company need not disregard a vote if:

- (c) it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (d) it is cast by the person chairing the meeting as a proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

Dated this 19th day of August 2013

By order of the Board of Directors



Andrew Brown
Chairman

EXPLANATORY MEMORANDUM

Explanatory Memorandum for the Extraordinary General meeting of Australasian Wealth Investments Limited ACN 111 772 359 (Company)

(This Explanatory Memorandum forms part of the Notice of Meeting)

This Explanatory Memorandum provides information for members in respect of the resolutions to be considered at an Extraordinary General Meeting of Australasian Wealth Investments Limited (Company) to be held on **Thursday 19th September 2013** at **10.00 am** (Sydney time) at the offices of Bell Potter Securities Limited, Level 38, 88 Phillip Street, SYDNEY NSW 2000 ("EGM" or "the Meeting").

Ordinary Business

1. RESOLUTION 1: Approval for the Issue of Placement Shares

1.1 Background

On 15 August 2013 the Company announced that it had raised approximately \$10 million via a conditional placement of 28.6 million shares at \$0.35 per share (the 'Placement Shares') to domestic professional and sophisticated investors.

The issue of these Placement Shares would have exceeded the Company's 15% issue limit at the time the Share Placement was offered to investors. Accordingly, the Company agreed to issue the Placement Shares, subject to shareholder approval of the issue. Shareholder approval is now sought under Listing Rule 7.1 for the issue of the Placement Shares.

1.2 Effect of shareholder approval

If Resolution 1 is passed, the Company will be able to issue the Placement Shares and retain its full 15% of equity issue capacity. The Company will retain its flexibility to manage its capital requirements and issue Shares where necessary within the next 12 months.

1.3 Information required by Listing Rule 7.3

The following information is required by ASX Listing Rule 7.3 for the purposes of shareholder approval under ASX Listing Rule 7.1:

Potential maximum number of Shares to be issued	28,600,000
The date by which the Company will issue and allot the Shares	If approved, it is anticipated that the Placement Shares will be issued and allotted on or about Wednesday 25 September and in any event no later than 3 months from the date of this Extraordinary General Meeting.
The issue price of the Shares	\$0.35 per share
Details of the potential allottees to be issued Shares under the Share Placement	The Placement Shares will be issued and allotted to sophisticated investors (in accordance with sections 708(8) of the Corporations Act) and professional investors (in accordance with section 708(11) of the Corporations Act). These allottees are not related parties of the Company.

The terms of the Shares to be issued	All Placement Shares issued under the Share Placement will be fully paid ordinary Shares in the Company, that rank pari passu and form one class with all other ordinary Shares of the Company.
The use (or intended use) of the funds raised	To fund the Company's acquisition of InvestSMART, fund the residual payments due to acquire 50% of the shares of vanEyck Research Pty. Limited, to internalise the investment management contract, for working capital and to pay for the offer costs of the Share Placement.
Voting exclusion statement	A voting exclusion applies to this Resolution, please see the notes to Resolution 1 on the Notice of Meeting.

1.4 Directors' Recommendation

The Directors, none of whom are proposed allottees of placement Shares and are eligible to vote their shareholdings, recommend that shareholders vote in favour of this Resolution.

2. Entitlement to Vote

In accordance with section 1074E(2)(g)(i) of the *Corporations Act* and regulation 7.11.37 of the Corporations Regulations and ASTC Operating Rule 8.3A.1, the Company has determined that for the purposes of the Meeting all Shares will be taken to be held by the persons who, according to records of the Company's share registrar, held them as registered Shareholders at 10.00 am (Sydney time) on Tuesday 17th September 2013. Accordingly, share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

2.1 How to Vote

Members entitled to vote at the Meeting may vote:

- by attending the meeting and voting in person; or
- by appointing an attorney to attend the meeting and vote on their behalf or, in the case of corporate members or proxies, a corporate representative to attend the meeting and vote on its behalf; or
- by appointing a proxy to attend and vote on their behalf, using the proxy form accompanying this Notice. A proxy may be an individual or a body corporate.

Voting in person (or by attorney or by corporate representative)

Members or their proxies, attorneys or representatives (including representatives of corporate proxies) wishing to vote in person should attend the Meeting and bring a form of personal identification (such as their driver's licence).

To vote by attorney at this meeting, the original or a certified copy of the power of attorney or other authority (if any) under which the instrument is signed must be received by the Registry before 10.00 am (Sydney time) on Tuesday 17th September 2013 in any of the following ways:

By post to the share registry, Boardroom Pty Limited:
GPO Box 3993, Sydney NSW 2001

By hand delivery to Boardroom Pty Limited at:
Level 7, 207 Kent Street, Sydney NSW 2000

By fax to Boardroom Pty Limited on:
+61 2 9290 9655 from outside Australia

To vote in person, you or your proxy, attorney, representative or corporate proxy representative must attend the AGM to be held at the offices of Bell Potter Securities Limited, Level 38, 88 Phillip Street, SYDNEY NSW 2000 commencing at 10.00 am (Sydney time) on Thursday 19th September 2013.

A vote cast in accordance with the appointment of a proxy or power of attorney is valid even if before the vote was cast the appointor:

- died;
- became mentally incapacitated;
- revoked the proxy or power; or
- transferred the Shares in respect of which the vote was cast,

unless AWK received written notification of the death, mental incapacity, revocation or transfer before the meeting or adjourned meeting.

To vote by corporate representative at the meeting, a corporate Member or proxy should obtain an Appointment of Corporate Representative Form from the share registry, complete and sign the form in accordance with the instructions on it. The appointment should be lodged at the registration desk on the day of the meeting. The appointment of a representative may set out restrictions on the representative's powers.

The original form of appointment of a representative, a certified copy of the appointment, or a certificate of the body corporate evidencing the appointment of a representative is prima facie evidence of a representative having been appointed. The Chairman of the meeting may permit a person claiming to be a representative to exercise the body's powers even if he or she has not produced a certificate or other satisfactory evidence of his or her appointment.

Voting by Proxy

Any shareholder of the Company entitled to attend and vote at this Meeting is entitled to appoint a proxy to attend and vote instead of that shareholder. The proxy does not need to be a Member of the Company. A shareholder that is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If no proportion or number is specified, each proxy may exercise half of the shareholder's votes. A proxy may be an individual or a body corporate. A proxy that is a body corporate may appoint a representative to exercise the powers that the body corporate may exercise as the Member's proxy.

A proxy may vote or abstain as he or she chooses except where the appointment of the proxy directs the way the proxy is to vote on a particular resolution. If an appointment directs the way the proxy is to vote on a particular resolution:

- if the proxy is the chair - the proxy must vote on a poll and must vote in the way directed;
- if the proxy is not the chair - the proxy need not vote on a poll, but if the proxy does so, the proxy must vote in the way directed; and
- in this instance if the proxy does not attend the Meeting, or does not vote on a poll, the chair of the Meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at that Meeting.

If a proxy appointment is signed or validly authenticated by the Member but does not name the proxy or proxies in whose favour it is given, the Chairman may either act as proxy or complete the proxy appointment by inserting the name or names of one or more Directors or Company Secretary.

If:

- a Member nominates the Chairman of the meeting as the Member's proxy; or
- the Chairman is to act as proxy if a proxy appointment is signed by a Member but does not name the proxies in whose favour it is given or otherwise under a default appointment according to the terms of the proxy form,

then the person acting as Chairman in respect of an item of business at the Meeting must act as proxy under the appointment in respect of that item of business.

Proxies must be lodged not later than 48 hours before the Meeting i.e. 10.00 am (Sydney time) on Tuesday 17th September 2013 in any of the following ways:

By post to the share registry, Boardroom Pty Limited:
GPO Box 3993, Sydney NSW 2001

By hand delivery to Boardroom Pty Limited at:
Level 7, 207 Kent Street, Sydney NSW 2000

By fax to Boardroom Pty Limited on:
+61 2 9290 9655 from outside Australia

By electronic lodgement:
<http://www.boardroomlimited.com.au/vote/awkegm2013> in accordance with instructions provided on the website. You will need your Holder Identification Number (HIN) or Security Reference Number (SRN) to lodge your proxy vote online.

A form of proxy is provided with this notice.

3. Further Information

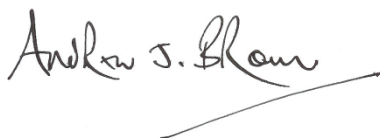
If you have any queries in relation to the Extraordinary General Meeting, please contact the Company Secretary Richard Matthews on (02) 9080 2373 or rmatthews@aurorafunds.com.au, or Andrew Brown, on (02) 9380 9001.

4. Definitions

Definition	Meaning
ASX	ASX Limited or the financial market known as the Australian Securities Exchange that is operated by ASX Limited, as the context requires
AWK	Australasian Wealth Investments Limited (ACN 111 772 359)
Company	Australasian Wealth Investments Limited (ACN 111 772 359)
Corporations Act	Corporations Act (2001) Cth
EGM	The meeting to be held at 10.00am Sydney time on Thursday 19 th September 2013
Meeting	The meeting to be held at 10.00am Sydney time on Thursday 19 th September 2013
Placement Share	The 28,600,000 shares to be issued under the Share Placement
Resolution	The resolution set out in the Notice of Meeting and to be put to the EGM
Share	A fully paid ordinary share in the Company
Shareholders	Holders of AWK Shares
Share Placement	The placement to sophisticated and professional investors as announced to ASX on 15 August 2013

Dated this 19th day of August 2013

By order of the Board of Directors



Andrew Brown
Chairman